

(e) an Opinion of Counsel that the proposed conveyance, grant, or agreement is not in violation of the terms hereof or of the Indenture; and

(f) the consideration, if any, paid to the Corporation in return for such conveyance, grant or easement.

Upon receipt of the foregoing, the Issuer or the Lender shall promptly execute and deliver any release required to effect such conveyance, grant or agreement and shall apply the consideration, if any, paid therefor in prepayment of the Note.

No release effected under the provisions of this section of this Agreement shall entitle the Corporation to any abatement or diminution of the amounts payable under Section 4.01 hereof.

SECTION 6.05. Damage and Destruction. Immediately after the occurrence of any damage or loss to the Plant in excess of \$25,000, the Corporation shall notify the Issuer and the Lender as to the nature and extent of such damage or loss. If the Corporation with the consent of the Lender shall determine that rebuilding, repairing or restoring is practicable and desirable, the Corporation shall forthwith proceed with such rebuilding, repairing or restoring and shall notify the Issuer and the Lender upon the completion thereof. In such case, any property damage insurance proceeds received in respect of such damage or loss shall be used by the Corporation for payment of, or reimbursement for, the costs of such rebuilding, repairing or restoring. In the event any insurance proceeds are not sufficient to pay in full the costs of such rebuilding, repair or restoration, the Corporation will nonetheless complete the work thereof and will pay that portion of the costs thereof in excess of the amount of said proceeds. The Corporation shall not, by reason of the payment of such excess costs, be entitled to any reimbursement from the Issuer, the Lender or any abatement or diminution of the amounts payable under Section 4.01 hereof.

Any balance of the proceeds of any insurance remaining after payment of all the costs of repair, rebuilding or restoration, or if no repair, rebuilding or restoration shall be made, all such proceeds shall be applied by the Corporation to the prepayment of the amounts due under Section 4.01 hereof in the manner set forth in Article X hereof. If the Note has been fully paid or provision for the payment thereof has been made in accordance with the provisions of the Indenture, all such insurance proceeds shall be paid to the Corporation.